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OFFICE OF INTERNATIONAL
CORPORATE FINANCE



Registered Office
Virginia House
37 J. L. Nehru Road, Kolkata 700 071 India
Telephone : 91 33 22889371
Fax : 91 33 22882259/2260/1256



06010669

30th January, 2006

The Manager
Listing Department
National Stock Exchange
of India Ltd.
Exchange Plaza,
Plot No. C-1, G Block
Bandra-Kurla Complex,
Bandra (East)
Mumbai 400 051

The Dy. General Manager
Corporate Relationship Dept.
Bombay Stock Exchange Ltd.
1st floor, New Trading Ring,
Rotunda Building, P. J. Towers
Dalal Street, Fort
Mumbai 400 001

The Secretary
The Calcutta Stock
Exchange Association Ltd.
7, Lyons Range
Kolkata 700 001

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Dear Sirs,

Secretarial Audit Report for the quarter ended 31st December, 2005

In terms of the requirement under Circular No. D&CC/FITTC/CIR-16/2002 dated 31st December, 2002 of the Securities & Exchange Board of India, we enclose a copy of the Secretarial Audit Report dated 18th January, 2006, for the quarter ended 31st December, 2005, from M/s. Vinod Kothari & Co., Practising Company Secretary, in the prescribed format.

Yours faithfully,
ITC Limited

(R. K. Singhi)
Deputy Secretary

Encl. as above



cc: Securities Exchange Commission
Division of Corporate Finance
Office of International Corporate Finance
Mail Stop 3-9
450 Fifth Street
Washington DC 20549
U.S.A.

cc: Societe de la Bourse de Luxembourg
11 Avenue de la Porte - Neuve
L-2227 Luxembourg.

VINOD KOTHARI & CO.

Company Secretary

1012 Krishna, 224 A J C Bose Road

Kolkata - 700 017. India

Phone/fax : 91-33-22811276/22817715/22813742

<http://vinodkothari.com>

e-mail:vinod@vinodkothari.com

SECRETARIAL AUDIT REPORT

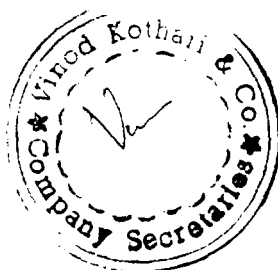
1.	For Quarter Ended	: 31 st December, 2005
2.	ISIN	: INE154A01025
3.	Face Value	: Re. 1/- per Ordinary Share
4.	Name of the Company	: ITC Limited
5.	Registered Office Address	: Virginia House 37 Jawaharlal Nehru Road Kolkata 700 071
6.	Correspondence Address	: Same as above
7.	Telephone & Fax Nos.	: 2288-6426/0034/9371 2288-2358 (Fax)
8.	E-mail address	: isc@itc.in
9.	Names of the Stock Exchanges where the Company's securities are listed	a) National Stock Exchange of India Ltd. (NSE) b) Bombay Stock Exchange Ltd. (BSE) c) The Calcutta Stock Exchange Association Ltd. (CSE)

		Number of shares (Re. 1/- each)	% of Total Issued Capital
10	Issued Capital (as on 31 st December, 2005)	375,51,36,870	100.00
11	Listed Capital	375,32,22,775	99.95

12. Held in dematerialised form in CDSL : 3,49,46,740 shares.

13. Held in dematerialised form in NSDL : 234,68,07,195 shares.

14. Physical : 137,33,82,935 shares.



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15. Total No. of shares (12+13+14) : 375,51,36,870 shares.

16. Reasons for difference if any, between : (i) 24,220 Ordinary Shares of Re. 1/- each (2,422 Ordinary Shares of Rs. 10/- each originally) issued and allotted in the physical form upon amalgamation of erstwhile ITC Hotels Limited and Ansal Hotels Limited with the Company are yet to be listed by NSE and BSE as these shares are subject matter of legal disputes, etc.

(ii) 18,89,875 Bonus Shares of Re. 1/- each issued and allotted by the Company in the physical form are yet to be listed by NSE and BSE as these shares are either kept in abeyance or are subject matter of legal disputes, etc.

17. Certifying the details of changes in share capital during the quarter under consideration as per Table below:

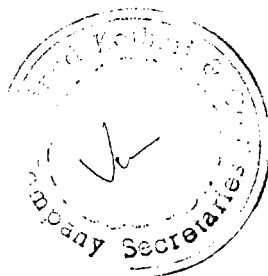
Particulars	No. of Shares	Applied/ Not applied for listing	Listed on Stock Exchanges	Whether intimated to CDSL	Whether intimated to NSDL	In-principle approval pending from Stock Exchange
Issue and allotment of fully paid-up Bonus Shares of Re. 1/- each.	125,17,12,290 Bonus Shares of Re. 1/- each	Applied	Yes *	Yes	Yes	None

* Please refer to point 16(ii).

18. Register of Members is updated (Yes / No) : Yes

19. Reference of previous quarter with regards to excess dematerialised shares, if any : Not applicable

20. Has the company resolved the matter mentioned in point no. 19 above in current quarter ? If not. Reason why ? : Not applicable



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21. Mention total no. of requests, if any, confirmed after 21 days and the total no. of requests pending beyond 21 days with the reasons for delay

: Nil

22. Name, Telephone & Fax No. of Compliance officer of the Company

: Mr. Arun Bose
2288-7043(D), 22886426/0034
2288-2358 (Fax)

23. Name, Address, Tel. & Fax No., Regn No. of Auditor

: M/s Vinod Kothari & Co.
1012 Krishna Building
224 A J C Bose Road
Kolkata - 700 017
2281-7715/1276, 2281-3742 (Fax)
ACS No. 4718
COP No. 1391

24. Appointment of common agency for share registry work. If yes (name & address)

: In-house Share registration unit - Registered with SEBI as Category II Share Transfer Agent.

25. Any other detail that the auditor may like to provide (e.g. BIFR Company, delisting from Stock Exchange, company changed its name etc.)

: None.



(Vinod Kothari)
For Vinod Kothari & Co.

Place : Kolkata
Date : 18/1/2006

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